

MARVEL
COMICS



AUG
#437

APPROVED
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CODE
AUTHORITY

THE AMAZING

SPIDER-MAN



GUEST-STARRING
SYNCH FROM
GENERATION X

METAMORPHOSIS!

DEFALCO

KAYANAN

LAROSA



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HERE'S A MONSTER LURKING WITHIN THE SEWERS OF MANHATTAN.

A GROTESQUE, MISSHAPEN, SHAMBLING CREATURE OF NIGHTMARE!

THIS ISN'T A DREAM — — OR AN IMAGINARY STORY FOR THE FRIGHTENING OF YOUNG CHILDREN!

VERY REAL!

IT'S REAL!

TRUST ME... BECAUSE I KNOW!

I, MONSTER!

THE AMAZING SPIDER-MAN

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HEY, IT'S
THE EVER-
AMAZING

SPIDER-MAN!

A true hero at heart, Spider-Man has dedicated his life to preventing injustices against the innocent.

PREVIOUSLY IN

THE AMAZING SPIDER-MAN

The identity crisis had concluded—but not the troubles of our harried hero. In a live-or-die struggle on the estate of crimelord Don Fortunato, Spider-Man fought the evil Black Tarantula to a standstill.

I HAVE THE LUXURY
OF PLANNING YEARS,
DECADES, EVEN
CENTURIES IN
ADVANCE!

IN A FEW DOZEN YEARS, NO
ONE WILL MOURN -- OR EVEN
REMEMBER -- THOSE
WHO DIE HERE!

ARRGH!!

DON'T
WORRY,
TIGER --

With the disappearance of his South American adversary, Peter Parker attempted to resume a normal life with his wife out in New York's Forest Hills.

And then, strange things started happening...

Design by COMICRAFT's John Marasigan



Meet Peter Parker, once a brilliant, though meek, high school student, orphaned as a child and reared by his doting Uncle Ben and Aunt May. At a science fair, Peter was bitten by an irradiated spider and gained the proportionate strength, speed, agility and early warning "spider-sense" of that arachnid. He used these powers for personal fame and fortune as a masked Spider-Man. But when Peter failed to stop a criminal who later killed his beloved Uncle Ben, the youth's costumed identity took on a far deeper significance. He realized that with great power there must also come great responsibility. So Peter Parker became the wall-crawling nemesis of the criminal element; a young man determined to atone for the tragic death of his uncle — The Amazing Spider-Man!

PLANT MAN

Samuel Smithers was an assistant to a London botanist investigating the intelligence potential of plant life. With the botanist's death, Smithers emigrated to America, continuing work on a project he'd begun-- a plant ray gun which would allow him to control and animate all plant life. Donning a disguise, and calling himself the Plantman, Smithers turned his floronic abilities to crime. He has been defeated in each of his deciduous debacles, most notably by the Human Torch.



SYNCH

Perhaps the most well-adjusted of the Generation X group, Everett Thomas possesses a synchronistic aura—an energy field that allows him to become genetically "in synch" with any mutant in close physical proximity. In essence, he has the ability to utilize aspects of other mutants' powers—on a limited basis.



AUNT ANNA

The aunt of Peter Parker's wife, Mary Jane Watson-Parker. She recently came to live with Peter and Mary Jane in their house in Forest Hills, Queens.



MARY JANE WATSON-PARKER

The wife of Peter Parker/Spider-Man, and his closest confidant. She has currently returned to Empire State University as a student majoring in psychology.

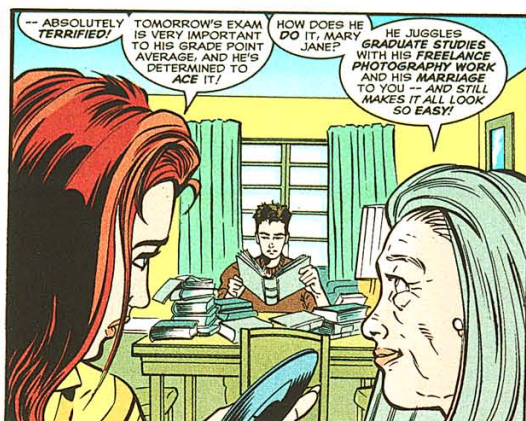




I SUPPOSE I SHOULD START AT THE BEGINNING...

HE'S BEEN AT IT ALL DAY, HASN'T HE?

THAT'S MY PETER! HE'S DILIGENT, RESPONSIBLE, AND --

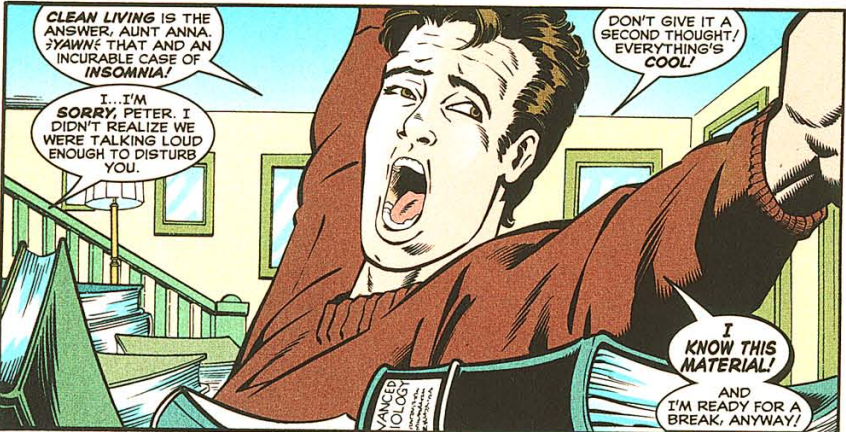


--- ABSOLUTELY TERRIFIED!

TOMORROW'S EXAM IS VERY IMPORTANT TO HIS GRADE POINT AVERAGE, AND HE'S DETERMINED TO ACE IT!

HOW DOES HE DO IT, MARY JANE?

HE JUGGLES GRADUATE STUDIES WITH HIS FREELANCE PHOTOGRAPHY WORK AND HIS MARRIAGE TO YOU -- AND STILL MAKES IT ALL LOOK SO EASY!



CLEAN LIVING IS THE ANSWER, AUNT ANNA. YAWN! THAT AND AN INCURABLE CASE OF INSOMNIA!

I...I'M SORRY, PETER. I DIDN'T REALIZE WE WERE TALKING LOUD ENOUGH TO DISTURB YOU.

DON'T GIVE IT A SECOND THOUGHT! EVERYTHING'S COOL!

I KNOW THIS MATERIAL!

AND I'M READY FOR A BREAK, ANYWAY!



I THINK I'LL...UHHH...DROP BY THE DAILY BUGLE, AND SEE IF THEY HAVE A QUICK ASSIGNMENT FOR ME.

DO YOU REALLY THINK THAT'S WISE, HONEY?

MAYBE YOU SHOULD TURN IN EARLY, AND GET A GOOD NIGHT'S SLEEP FOR A CHANGE.



NAH! I'M TOO WIRED TO HIT THE SHEETS. A LITTLE EXERCISE WILL HELP RELAX ME.

BESIDES, I WON'T BE GONE ALL THAT LONG.

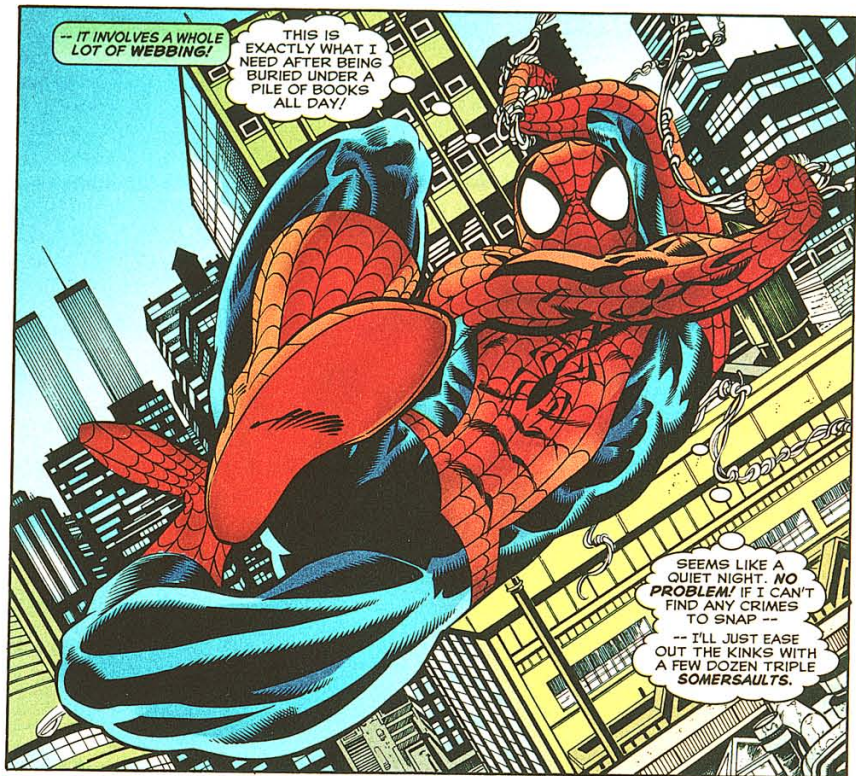
FAMOUS LAST WORDS --



I COULDN'T REALLY BLAME MARY JANE FOR DOUBTING ME.

Y'SEE, SHE KNOWS EXACTLY WHERE I GO AND WHAT I DO WHENEVER I SLIP OUT OF THE HOUSE AT NIGHT.

I'LL GIVE YOU A QUICK HINT --



-- IT INVOLVES A WHOLE LOT OF WEBBING!

THIS IS EXACTLY WHAT I NEED AFTER BEING BURIED UNDER A PILE OF BOOKS ALL DAY!

SEEMS LIKE A QUIET NIGHT. NO PROBLEM! IF I CAN'T FIND ANY CRIMES TO SNAP --

-- I'LL JUST EASE OUT THE KINKS WITH A FEW DOZEN TRIPLE SOMERSAULTS.



AND, EVEN AS I LIMBERED UP IN MY OWN UNIQUE MANNER, NOT FAR AWAY --

YO, MAN!



YOU WITH THE NASTY PICARD LOOK!

GOT A LIGHT FOR A POOR BROTHER?

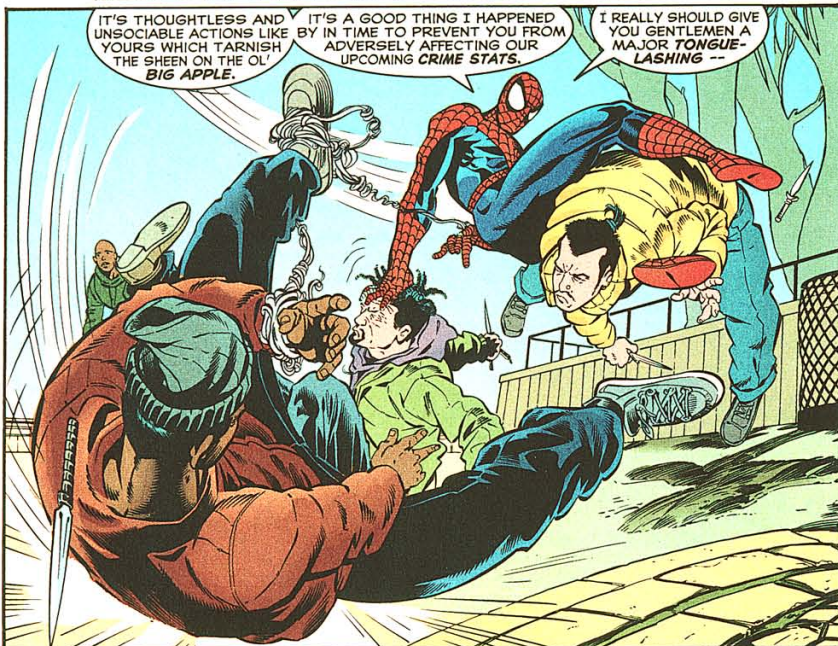
SORRY, MISTER...

I DON'T SMOKE.



DO YOU BLEED?

EMPTY YOUR POCKETS, AND SAVE US ALL THE TROUBLE OF FINDING OUT!





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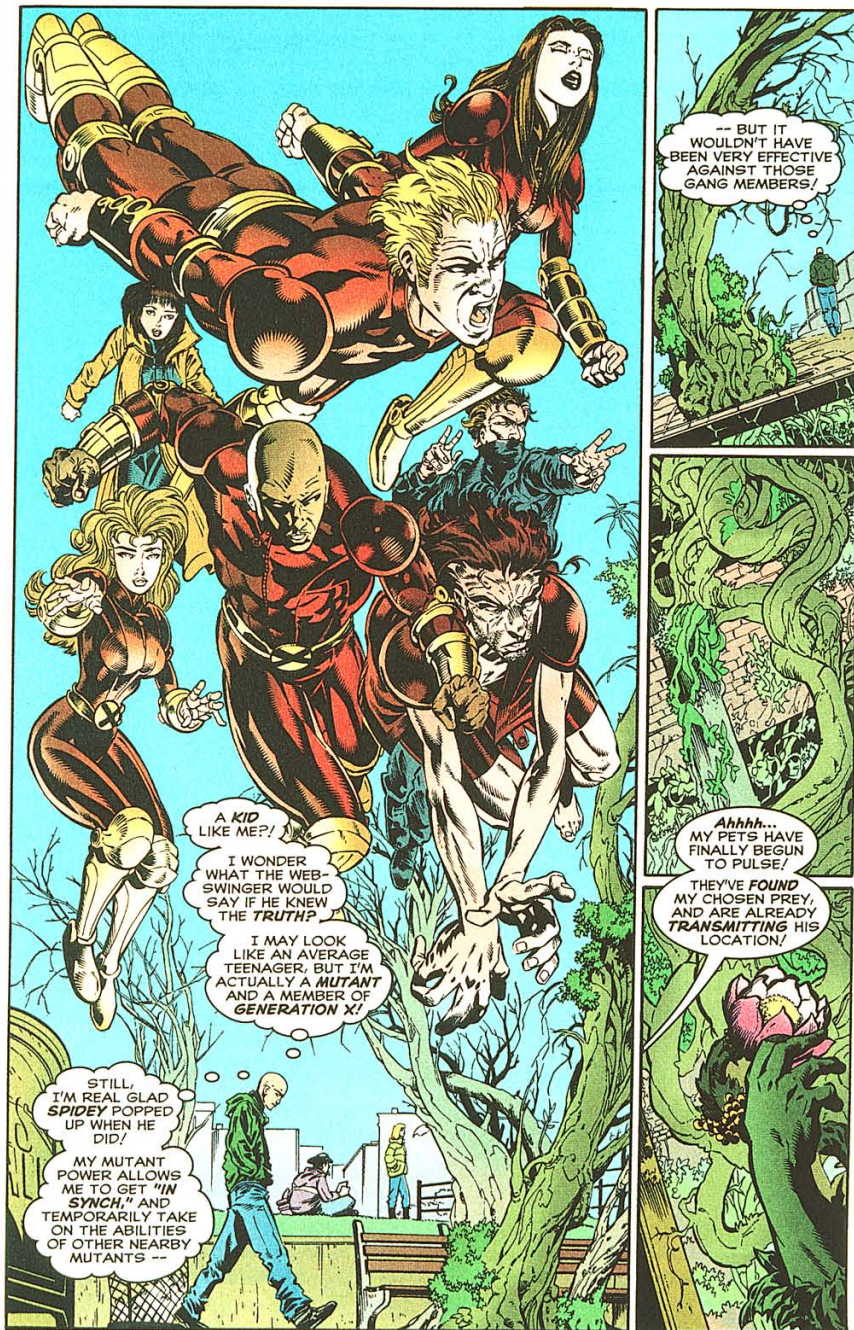
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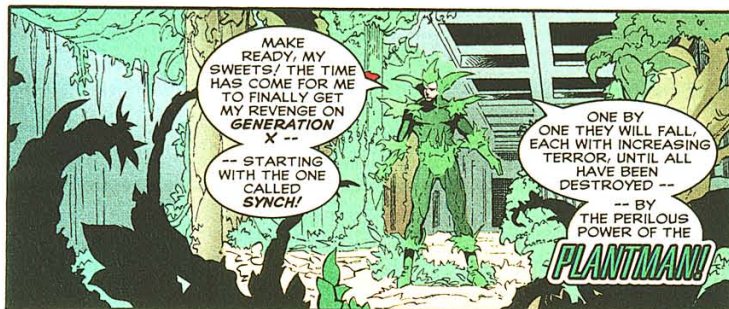
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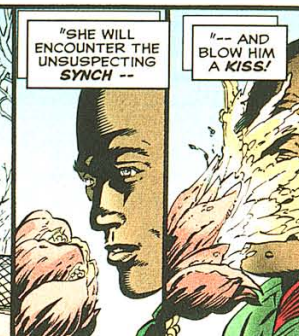
THROUGH THE
VAST BACKGROUND ROOT
SYSTEM WHICH SPREADS
BENEATH THE CITY OF
MANHATTAN --



"-- I HAVE ALREADY
DISPATCHED ONE OF YOUR
SISTERS TO THE SURFACE!

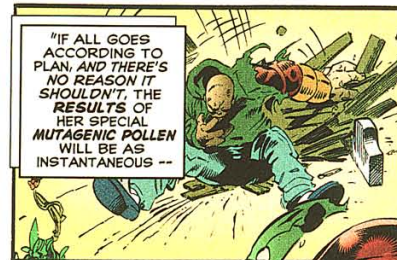


"SHE WILL
ENCOUNTER THE
UNSUSPECTING
SYNCH --



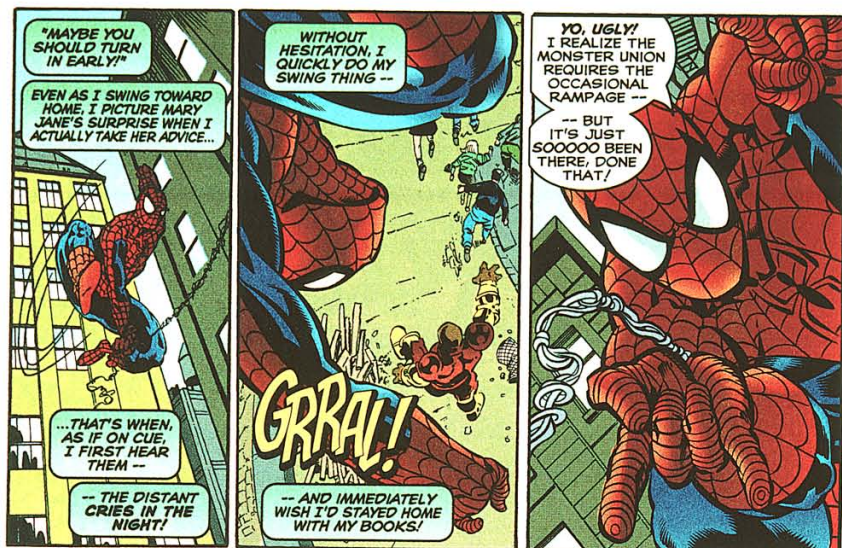
"-- AND
BLOW HIM
A KISS!

"IF ALL GOES
ACCORDING TO
PLAN, AND THERE'S
NO REASON IT
SHOULDN'T, THE
RESULTS OF
HER SPECIAL
MUTAGENIC POLLEN
WILL BE AS
INSTANTANEOUS --

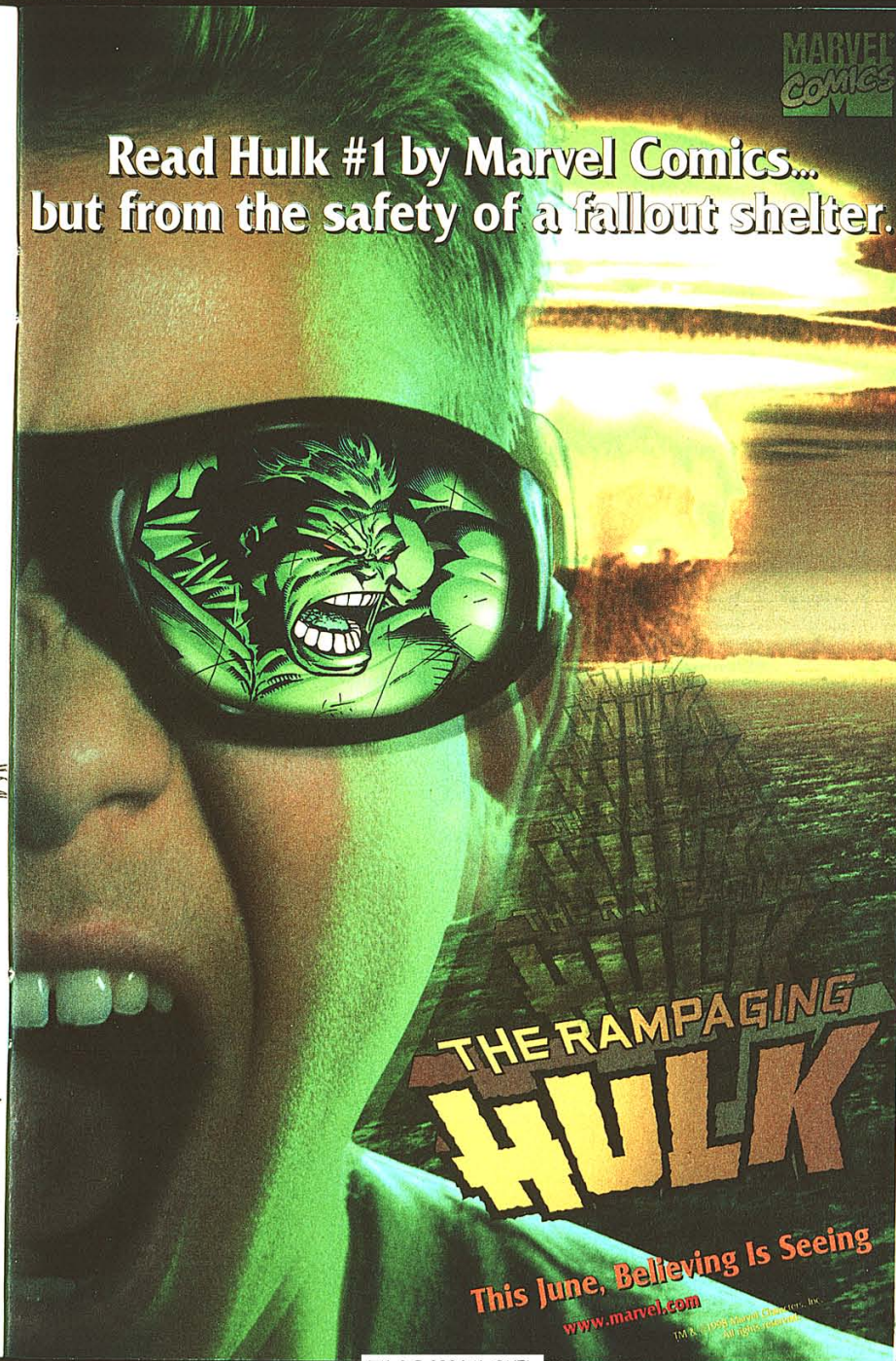


"-- AS THEY ARE
DRAMATIC!"





Read Hulk #1 by Marvel Comics...
but from the safety of a fallout shelter.





ARRK!

IS THAT A PRESENT FOR ME?

I SINCERELY APPRECIATE THE THOUGHT, BUT I HAVE A FIRM POLICY AGAINST ACCEPTING GIFTS OR GRATUITIES FROM MY FOES!

BESIDES, IT'S NOT SAFE TO PARK ON THE STREET --
-- AND I CAN'T AFFORD TO GARAGE THE DARN THING!



WAIT! I JUST REMEMBERED --!
YOU CAN'T LEAVE THE SCENE OF AN ACCIDENT UNTIL YOU WRITE A NOTE TO THE OWNER --

-- AND STICK IT INTO WHATEVER REMAINS OF HIS WINDSHIELD!

ARRR

ARRG!



GRAAK!

OOPS! SEE WHAT I MEAN ABOUT STREET PARKING?

FEEL FREE TO GO CALL YOUR INSURANCE COMPANY!

THERE'S NO NEED TO HURRY BACK ON MY ACCOUNT!



RELAX! THERE'S NO NEED TO PANIC! I'M SURE YOU'LL COME TO AN EQUITABLE SETTLEMENT!

IF YOU'RE SHORT ON CASH, TRY PULLING A SEINFELD --

-- AND VOLUNTEER TO BE HIS BUTLER!

Hmmm...
NOT QUITE WHAT I HAD IN MIND!



WHERE DID THIS THING COME FROM?

WHAT DOES HE WANT?

AND WHY IS HE DRESSED LIKE A MEMBER OF GENERATION XP!



SOMETHING'S SUDDENLY BURSTING FROM THE GROUND --!

LOOKS LIKE THE TENDRILS OF SOME GIANT PLANT!

WHATEVER THE HECK IT IS, LAUGHING BOY DOESN'T SEEM TO BE REAL THRILLED BY IT!



IF I COULD ONLY GET AN ANSWER TO ONE OF THOSE QUESTIONS --!

BUT HE EITHER CAN'T OR WON'T SPEAK!

IF NOT FOR HIS EYES, I'D PROBABLY JUST CROSS HIM OFF AS A MINDLESS BEAST!



BUT THOSE EYES --

-- SO FULL OF FEAR AND PAIN!

IT'S LIKE THEY'RE PLEADING WITH ME TO -- Uh-oh!



WHAT THE --P!

I-IT JUST YANKED HIM BENEATH THE SURFACE!

THOSE BRANCHES -- IT'S GOTTA BE MY IMAGINATION, BUT THEY SEEM TO BE BECKONING ME, ALMOST TAUNTING ME TO FOLLOW!



I STAND ON THE PRECIPICE,
STARING INTO THE
DARK AND ANGRY MAW...

...IT'S OBVIOUSLY
A TRAP!

ONLY A COMPLETE
FOOL WOULD LEAP
INTO THE UNKNOWN...



...IN A MISGUIDED ATTEMPT
TO SAVE ONE MONSTER
FROM ANOTHER!

I SHOULD
JUST WALK
AWAY.

YEAH...



...BUT HIS
EYES --

-- SO FULL OF
FEAR AND PAIN!

MARY JANE, PLEASE
FORGIVE ME...

...I CAN'T ABANDON
THOSE EYES!



WHOA! I DIDN'T KNOW WHAT TO EXPECT
WHEN I LEAPT INTO THE LOOKING GLASS,
BUT IT CERTAINLY WASN'T THIS --!

THE TUNNEL'S
BRIMMING WITH
STRANGE AND
EXOTIC BLOOMS!

THEY'RE ALL SO BEAUTIFUL, AND --
IF MY SPIDER-SENSE IS ANY
JUDGE -- ALSO QUITE DANGEROUS!



WATCH YOUR
TENDRILS,
PAL!

I'M A
HAPPILY
MARRIED
MAN!

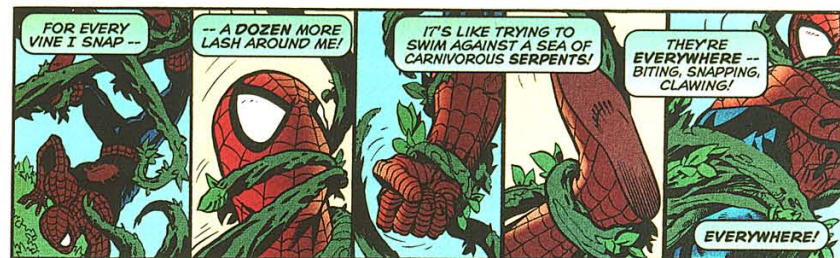
THEY SUDDENLY SNAKE
TOWARDS ME, WHIPPING
THROUGH THE AIR
WITH LETHAL INTENT.



WITH MY SPIDER-SENSE TO GUIDE ME,
I RELY ON MY SPEED AND REFLEXES
TO RUN THIS LIVING GAUNTLET --

-- BUT I'M NEVER
AT MY BEST IN A
CONFINED SPACE --

-- AND I QUICKLY RUN OUT
OF ROOM TO MANEUVER!



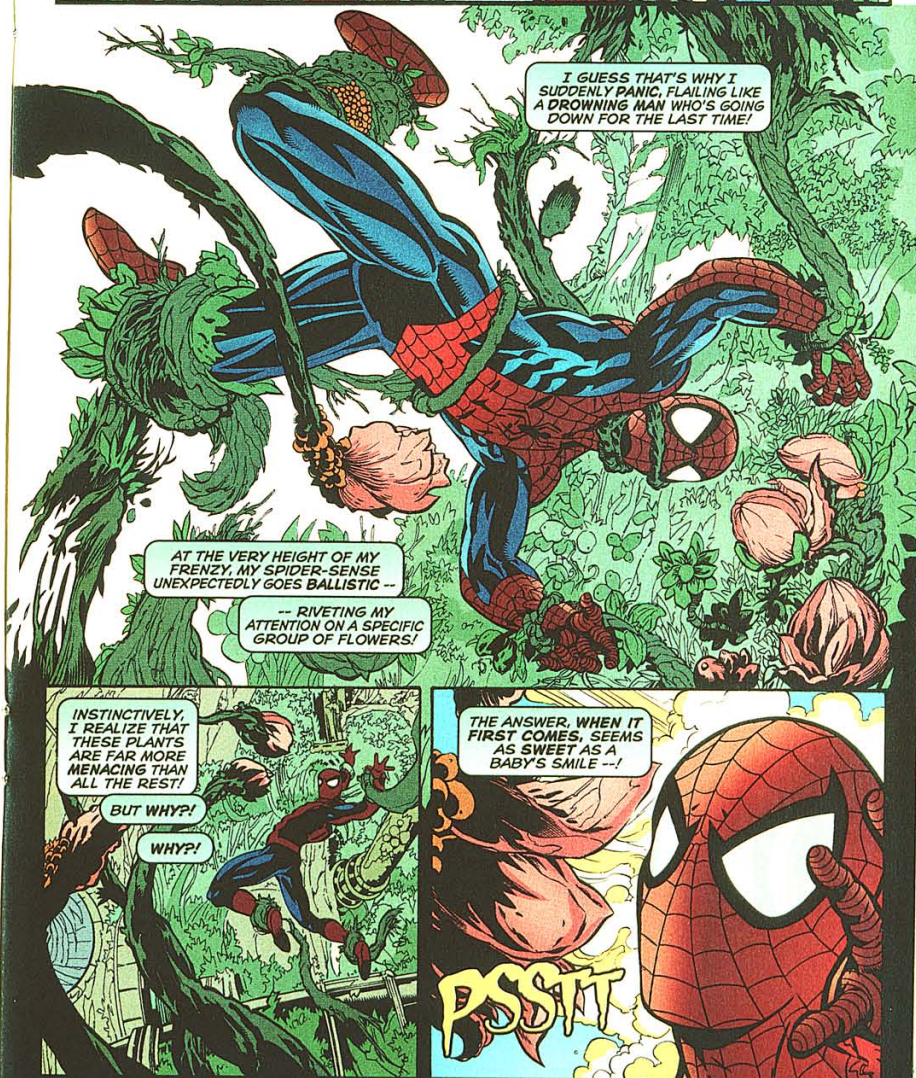
FOR EVERY
VINE I SNAP --

-- A DOZEN MORE
LASH AROUND ME!

IT'S LIKE TRYING TO
SWIM AGAINST A SEA OF
CARNIVOROUS SERPENTS!

THEY'RE
EVERYWHERE --
BITING, SNAPPING,
CLAWING!

EVERYWHERE!



I GUESS THAT'S WHY I
SUDDENLY PANIC, FLAILING LIKE
A DROWNING MAN WHO'S GOING
DOWN FOR THE LAST TIME!

AT THE VERY HEIGHT OF MY
FRENZY, MY SPIDER-SENSE
UNEXPECTEDLY GOES BALLISTIC --

-- RIVETING MY
ATTENTION ON A SPECIFIC
GROUP OF FLOWERS!

INSTINCTIVELY,
I REALIZE THAT
THESE PLANTS
ARE FAR MORE
MENACING THAN
ALL THE REST!

BUT WHY?!

WHY?!

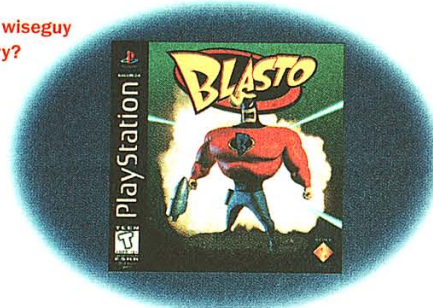
THE ANSWER, WHEN IT
FIRST COMES, SEEMS
AS SWEET AS A
BABY'S SMILE --!

PSSIT

Some superhero. He doesn't even know the definition of fearless and courageous.



Why does this wiseguy get all the glory?



A superhero should eat his protein. Not ride around on it.



What kind of superhero hangs around with floozies?

No x-ray eyes. No fancy-schmancy belt. What's so special about this guy?



Free-roaming 3-D gameplay. Fully interactive sound and environments. Hard-core action shooting and open exploration. Classic platform elements. And the occasional intergalactic wedgie.

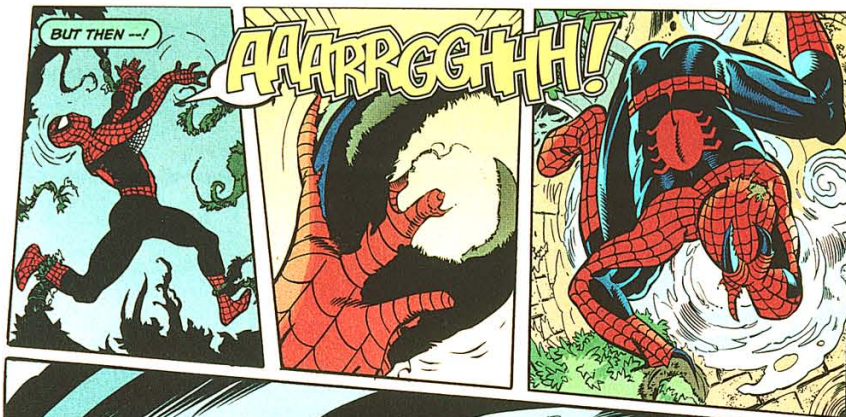


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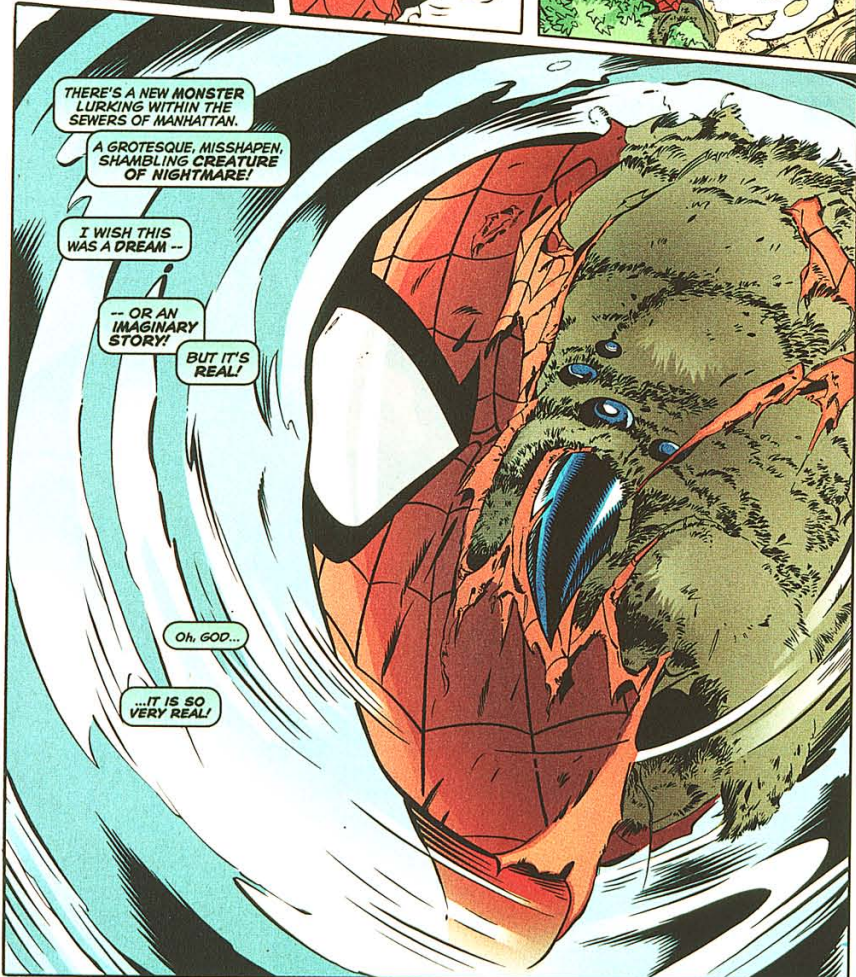
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BUT THEN --!

AAARRGGHHH!



THERE'S A NEW MONSTER
LURKING WITHIN THE
SEWERS OF MANHATTAN.

A GROTESQUE, MISSHAPEN,
SHAMBLING CREATURE
OF NIGHTMARE!

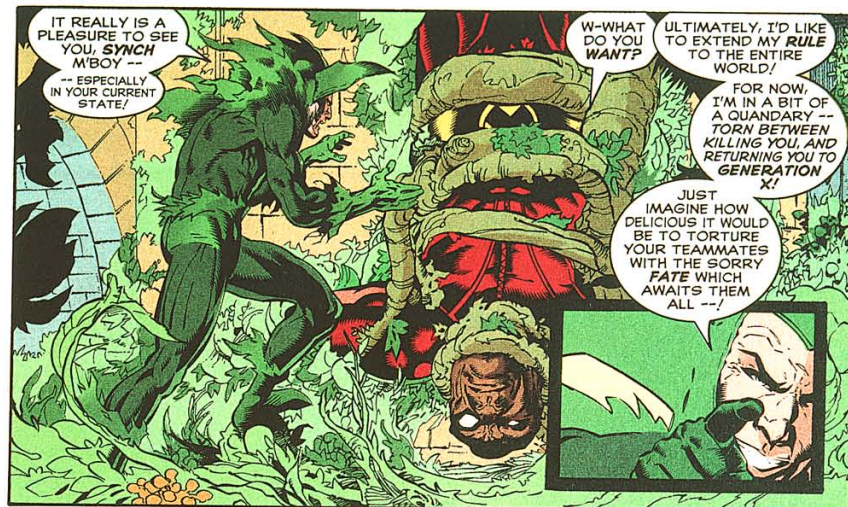
I WISH THIS
WAS A DREAM --

-- OR AN
IMAGINARY
STORY!

BUT IT'S
REAL!

Oh, GOD...

...IT IS SO
VERY REAL!



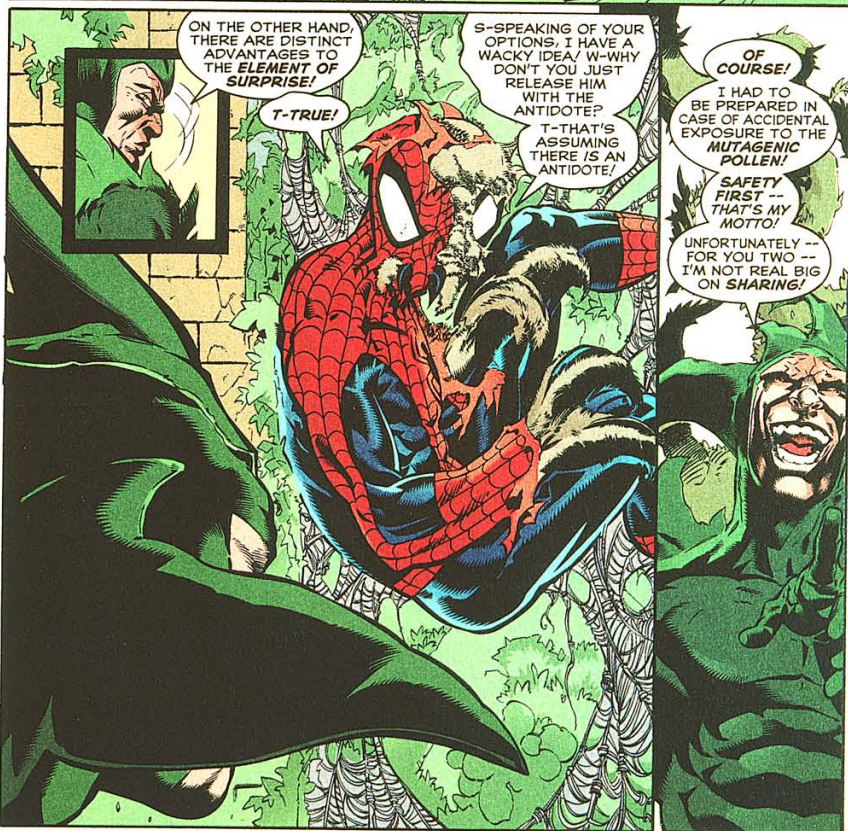
IT REALLY IS A
PLEASURE TO SEE
YOU, SYNCH
M'BOY --
-- ESPECIALLY
IN YOUR CURRENT
STATE!

W-WHAT
DO YOU
WANT?

ULTIMATELY, I'D LIKE
TO EXTEND MY RULE
TO THE ENTIRE
WORLD!

FOR NOW,
I'M IN A BIT OF
A QUANDARY
TORN BETWEEN
KILLING YOU, AND
RETURNING YOU TO
GENERATION
X!

JUST
IMAGINE HOW
DELICIOUS IT WOULD
BE TO TORTURE
YOUR TEAMMATES
WITH THE SORRY
FATE WHICH
AWAITS THEM
ALL --.



ON THE OTHER HAND,
THERE ARE DISTINCT
ADVANTAGES TO
THE ELEMENT OF
SURPRISE!

T-TRUE!

S-SPEAKING OF YOUR
OPTIONS, I HAVE A
WACKY IDEA! W-WHY
DON'T YOU JUST
RELEASE HIM
WITH THE
ANTIDOTE?

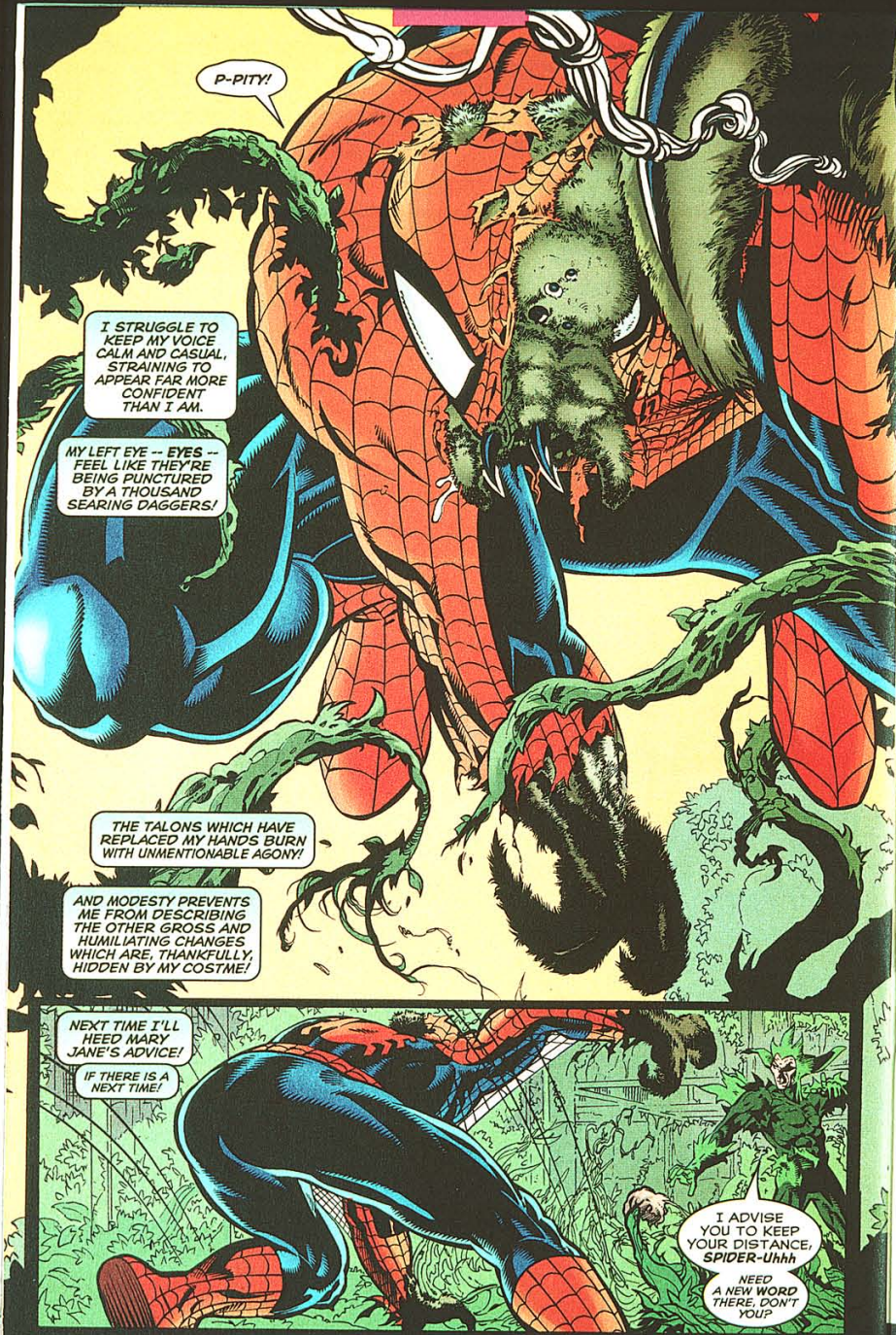
T-THAT'S
ASSUMING
THERE IS AN
ANTIDOTE!

OF
COURSE!

I HAD TO
BE PREPARED IN
CASE OF ACCIDENTAL
EXPOSURE TO THE
MUTAGENIC
POLLEN!

SAFETY
FIRST --
THAT'S MY
MOTTO!

UNFORTUNATELY --
FOR YOU TWO --
I'M NOT REAL BIG
ON SHARING!



P-PITY!

I STRUGGLE TO KEEP MY VOICE CALM AND CASUAL, STRAINING TO APPEAR FAR MORE CONFIDENT THAN I AM.

MY LEFT EYE -- EYES -- FEEL LIKE THEY'RE BEING PUNCTURED BY A THOUSAND SEARING DAGGERS!

THE TALONS WHICH HAVE REPLACED MY HANDS BURN WITH UNMENTIONABLE AGONY!

AND MODESTY PREVENTS ME FROM DESCRIBING THE OTHER GROSS AND HUMILIATING CHANGES WHICH ARE, THANKFULLY, HIDDEN BY MY COSTUME!

NEXT TIME I'LL HEED MARY JANE'S ADVICE!
IF THERE IS A NEXT TIME!

I ADVISE YOU TO KEEP YOUR DISTANCE, SPIDER-Uhhh
NEED A NEW WORD THERE, DON'T YOU?



BULLPEN BULLETINS

ON SALE JUNE 17

CAPTAIN AMERICA

There's a crisis at Cape Canaveral, as CAP and WARBIRO discover a KREE... prison camp! Continuing the AVENGERS crossover! By MARK WAID and ANDY KUBERT!

EXCALIBUR

The team takes on MIMIC -- the mutant with the powers of the original X-MEN! And now he's gained EXCALIBUR's powers as well! By BEN RAAB and TREVOR SCOTT!

HEROES FOR HIRE

The spotlight falls on the BLACK KNIGHT, as DANE WHITMAN confronts a corporate raider who turns out to be a fire-breathing dragon! By JOHN OSTRANDER and MARY MITCHELL!

INCREDIBLE HULK

The HULK is the strongest one there is, but can he kill -- himself? After suffering his greatest loss, he's aiming to find out! By PETER DAVID and ADAM KUBERT!

INCREDIBLE HULK: BEAUTY & THE BEAST

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X-MEN

The SHADOW KING has taken over the Pacific Plane! This sounds like a perfect time for the return of PROFESSOR X! By JOE KELLY and GERMAN GARCIA!

X-MEN: THE MANGA

Alone in the Arctic wastelands, WOLVERINE has a run-in with his deadliest foe, SABRETOOTH! By REI NAKAHARA!

ITEM! It's time once again to announce the winners of the **HARVEY AWARDS**, which are chosen by comics professionals across the land! Mighty Marvel scored several awards, which is pretty nifty, when you consider the high quality of our competition! So here they are, the 1998 Harvey Winners:

BEST WRITER: KURT BUSIEK for *Kurt Busiek's Astro City*, AVENGERS, and THUNDERBOLTS

BEST ARTIST: P. CRAIG RUSSELL for *Elric: Stormbringer* and DOCTOR STRANGE: WHAT IS IT THAT DISTURBS YOU, STEPHEN?

SPECIAL AWARD FOR HUMOR: SERGIO ARAGONES

BEST INKER: CHARLES BURNS for *Black Hole*

BEST LETTERER: TODD KLEIN for *KA-ZAR, Castle Waiting, and U.S.*

BEST COLORIST: CHRIS WARE for *Acme Novelty Library*

BEST COVER ARTIST: ALEX ROSS for *Kurt Busiek's Astro City*, *Batman: Legends of the Dark Knight*, and *SQUADRON SUPREME* trade paperback

SPECIAL AWARD FOR EXCELLENCE IN PRESENTATION: *Acme Novelty Library*

BEST NEW SERIES: *Penny Century* by JAIME HERNANDEZ

BEST CONTINUING OR LIMITED SERIES: *Kurt Busiek's Astro City* by KURT BUSIEK and BRENT ANDERSON

BEST SINGLE ISSUE: *Eightball* #18 by DAN CLOWES

BEST ALBUM OF ORIGINAL MATERIAL: *Sin City: Family Values*

BEST ALBUM OF PREVIOUSLY PUBLISHED MATERIAL: *Batman: Black and White*

BEST ANTHOLOGY: *Dark Horse Presents*

BEST SYNDICATED STRIP: *Mutts* by PATRICK MCDONNELL

BEST BIOGRAPHICAL, HISTORICAL, OR JOURNALISTIC PRESENTATION: *The Comics Journal*

BEST AMERICAN EDITION OF FOREIGN MATERIAL: *Drawn & Quarterly*

BEST DOMESTIC REPRINT PROJECT: *Jack Kirby's New Gods*

Congratulations to all the winners! We'll be putting our Harveys up on the shelf along with all our No-Prizes!

ITEM! Marvel super heroes are always in fashion, but they're usually not featured in fashion magazines! That all changed with a recent issue of *Arena*, an international magazine that's sort of a *Cosmopolitan* for men! Those clever folks at *Arena* figured that since the Marvel heroes are known for their model behavior, they would actually use them to model some cool new clothes! A collection of Marvel's hottest artists, including MIKE ZECK, BILL SIENKIEWICZ, JOE QUESADA, PAT OLLIFFE, and MARK BAGLEY illustrated such Marvel heroes as DAREDEVIL, NICK FURY, and the SILVER SURFER, dressed in fashions by the world's top designers! Among the designers who outfitted our heroes were such luminaries as GUCCI, ARMANI, RALPH LAUREN, and VERSACE! The 12-page, full-color spread showed that even super heroes need to dress for success! BRUCE BANNER was clothed in a nifty pin-stripe suit -- but then he turned into THE HULK and busted right out of his designer duds! Sadly, they don't make designer clothes in ol' Greenskin's size! Where are those unstable molecules when you really need them?

STAN'S SOAPBOX!

Hi, Heroes!
Welcome back to the literary fountainhead of wisdom and enlightenment! It doth truly warm the cockles of my heart to know that every reader, upon finishing the Soapbox, becomes a wiser, more spiritually enriched human being. Hey, it's the least I can do for mankind! By the way, I'll send an auxiliary No-Prize in a plain wrapper to the first True Believer who can tell me what in the name of Thor's shampoo a heart's cockles really are!

Tony Culepper of Montgomery, AL starts us off with this soul-wrenching query:

"When you created Spider-Man, why did you use an aunt and uncle for Peter instead of a mom and dad?"

It's kinda hard to remember that far back, Tony, but I think it was because I felt our readers would be more sympathetic with an orphan. Also, I liked the sound of "Aunt May" and "Uncle Ben." "Mom May" or "Pop Ben" doesn't quite do it for me!

Remember when we had an "Is It My Imagination, Or --?" contest? Our next No-Prize goes to the first letter we received, from Richard Vasseur of Ontario, Canada:

"Is it my imagination, or are comics losing their idealism?"

I can't answer for all comics, Dick, but in the case of Marvel's batty Bullpeners I can vouch for the fact that you won't find a more idealistic gaggle of guys and gals anywhere south of Alpha Centauri. Face it, most of 'em are real young (like me, of course!) and didn't even know a young person who wasn't a certifiable idealist?

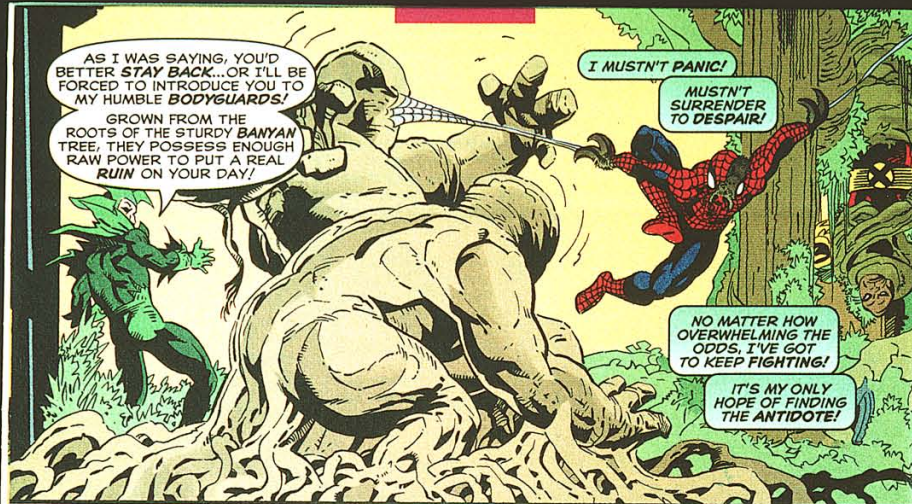
Rafael Gonzales Jr. of The Bronx, NY is obviously a true survivalist. Here's why:

"If you had to save Manhattan from being crushed by the magnetic powers of Magneto, which super heroes would you pick to save Manhattan?"

Hey, Rafe, I wouldn't have time to pick anybody -- I'd be too busy fleeing to Brooklyn! But, if I really hadna pick, I'd round up the X-Men (assuming I'd have time to search through all their different titles!) and tell them to tackle ol' Maggie. The problem is, by the time they got there, Magneto might have turned into a good guy again! At mixed-up Marvel it's sometimes hard to tell the heroes from the villains without a scorecard. Hey, what an idea! We should sell Marvel scorecards! Brilliant! I hereby No-Prize myself!

Well, I could go on and on, but how much cultural enjoyment can you handle at one sitting? Besides, we have to allow you enough time to write or E-mail me yourself. But, even though the prospect of winning a No-Prize is enough to make strong men wilt, stay calm, keep cool, and know ye that the tickle fingers of fortune may yet clasp thy smooth and scrawny neck! Now, here it is -- the Valhalla of addresses: *Stan's Soapbox* c/o BULLPEN BULLETINS, Marvel Comics, 387 Park Ave. South, New York, NY 10016. Or, for the technocrat wizards amongst us, E-mail my friendly neighborhood computer at stanfanz@aol.com. 'Nuff said!





AS I WAS SAYING, YOU'D BETTER **STAY BACK**...OR I'LL BE FORCED TO INTRODUCE YOU TO MY HUMBLE **BODYGUARDS!**

GROWN FROM THE ROOTS OF THE STURDY **BANYAN TREE**, THEY POSSESS ENOUGH RAW POWER TO PUT A REAL **RUIN** ON YOUR DAY!

I MUSTN'T PANIC!

MUSTN'T SURRENDER TO DESPAIR!

NO MATTER HOW OVERWHELMING THE ODDS, I'VE GOT TO KEEP FIGHTING!

IT'S MY ONLY HOPE OF FINDING THE ANTIDOTE!



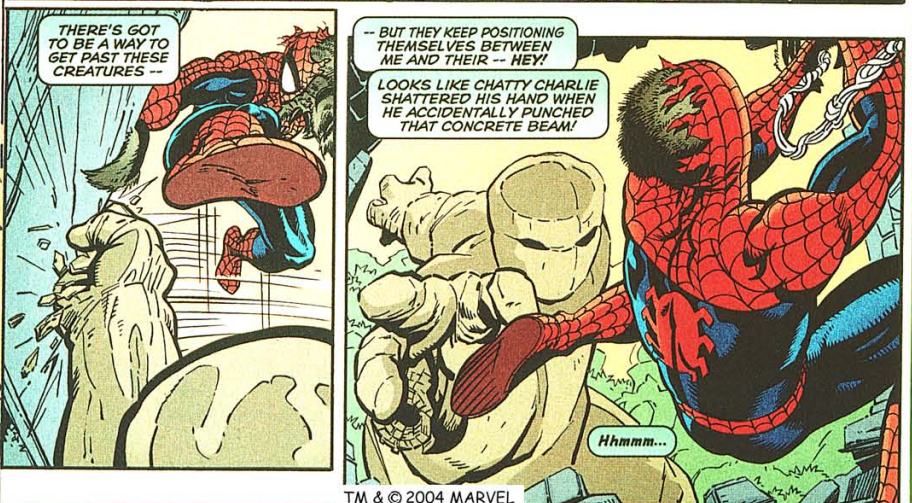
Uh-oh! I THOUGHT I COULD CAPTURE THE BEASTY BOYS WITHIN A WALL OF WEBBING --

I HOPE YOU DON'T INTEND TO PROLONG THIS INDEFINITELY!

I'M A BUSY MAN -- WITH PLANTS TO WATER, YOU KNOW, AND MANY OTHER HEROES TO MUTATE -- SIMPLY SUCCUMB NOW!

-- BUT THEY'RE TEARING RIGHT THROUGH IT!

IF ONLY I COULD CIRCLE BEHIND THEM, AND GET MY HA -- TALONS -- ON THE PLANTMAN!



THERE'S GOT TO BE A WAY TO GET PAST THESE CREATURES --

-- BUT THEY KEEP POSITIONING THEMSELVES BETWEEN ME AND THEIR -- HEY!

LOOKS LIKE CHATTY CHARLIE SHATTERED HIS HAND WHEN HE ACCIDENTALLY PUNCHED THAT CONCRETE BEAM!

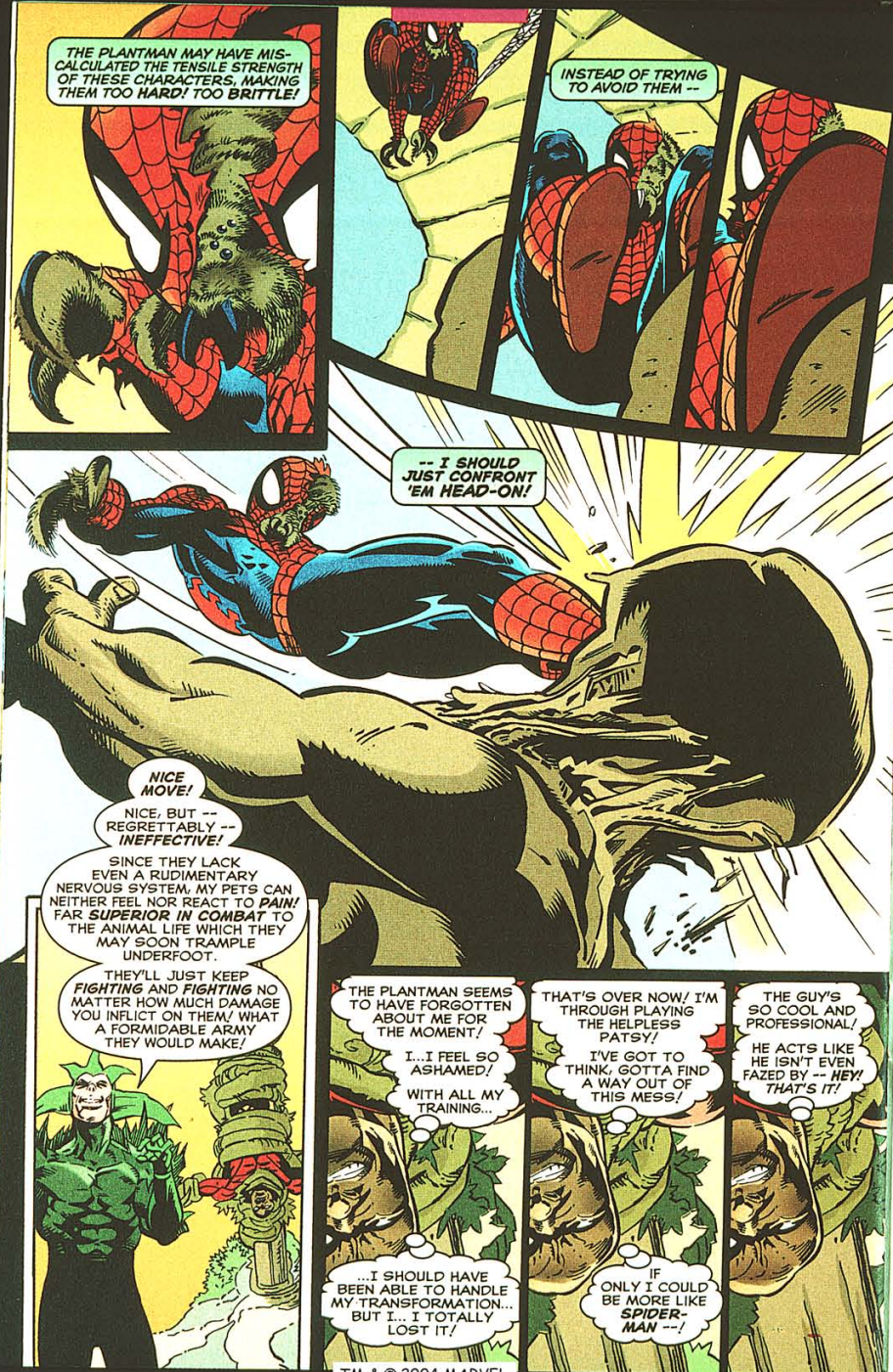
Hmmm...

After you've eaten this much
NEW MEGA MONSTER ROLL™
you'd still have
3 feet left.

Only Farley's®
Mega Monster Roll™
is **4** full feet
of flavor.

Try both flavors!





THE PLANTMAN MAY HAVE MIS-CALCULATED THE TENSILE STRENGTH OF THESE CHARACTERS, MAKING THEM TOO HARD! TOO BRITTLE!

INSTEAD OF TRYING TO AVOID THEM --

-- I SHOULD JUST CONFRONT 'EM HEAD-ON!

NICE MOVE!

NICE, BUT -- REGRETTABLY -- INEFFECTIVE!

SINCE THEY LACK EVEN A RUDIMENTARY NERVOUS SYSTEM, MY PETS CAN NEITHER FEEL NOR REACT TO PAIN! FAR SUPERIOR IN COMBAT TO THE ANIMAL LIFE WHICH THEY MAY SOON TRAMPLE UNDERFOOT.

THEY'LL JUST KEEP FIGHTING AND FIGHTING NO MATTER HOW MUCH DAMAGE YOU INFLICT ON THEM! WHAT A FORMIDABLE ARMY THEY WOULD MAKE!

THE PLANTMAN SEEMS TO HAVE FORGOTTEN ABOUT ME FOR THE MOMENT!

I... I FEEL SO ASHAMED! WITH ALL MY TRAINING...

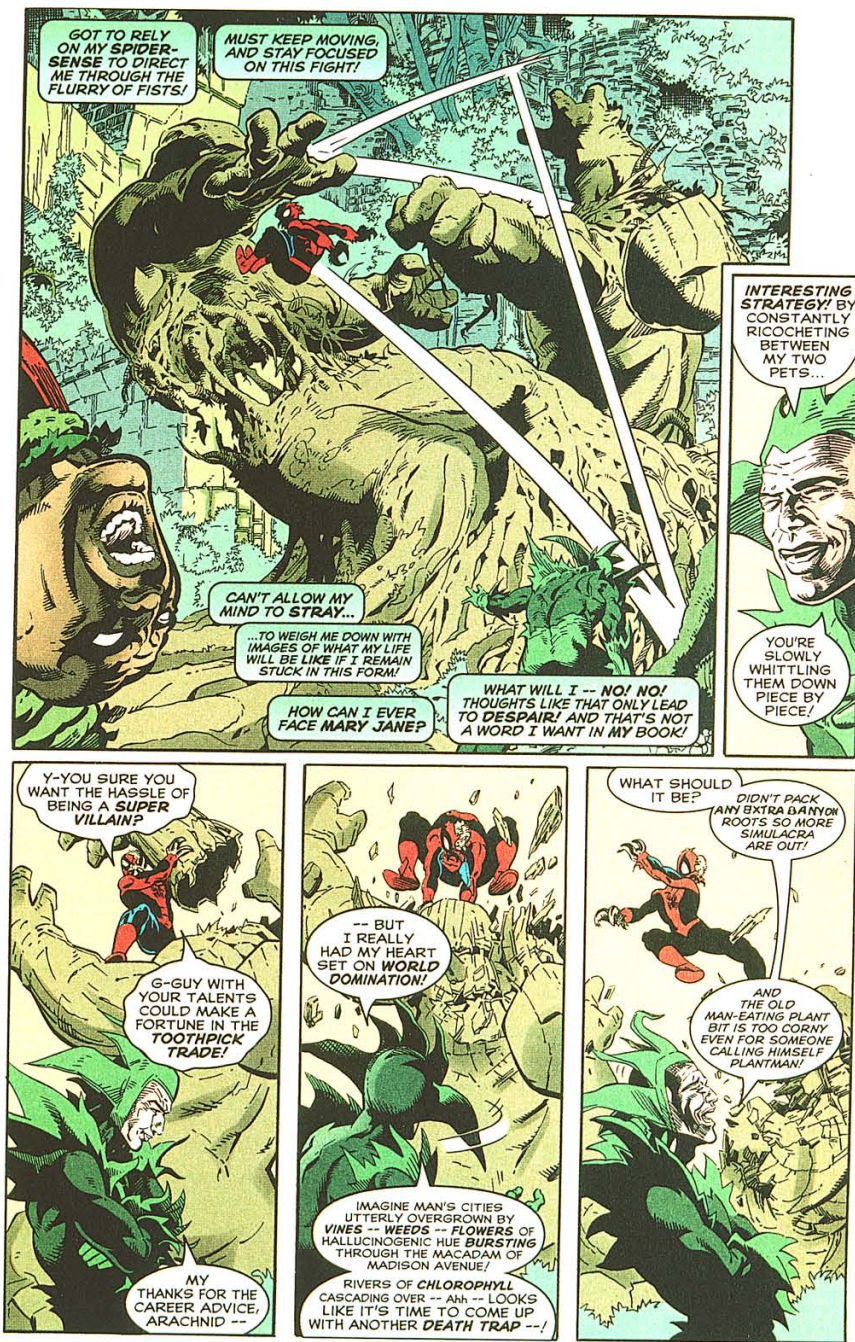
...I SHOULD HAVE BEEN ABLE TO HANDLE MY TRANSFORMATION... BUT I... I TOTALLY LOST IT!

THAT'S OVER NOW! I'M THROUGH PLAYING THE HELPLESS PATS!

I'VE GOT TO THINK. GOTTA FIND A WAY OUT OF THIS MESS!

THE GUY'S SO COOL AND PROFESSIONAL! HE ACTS LIKE HE ISN'T EVEN FAZED BY -- HEY! THAT'S IT!

IF ONLY I COULD BE MORE LIKE SPIDER-MAN --!



GOT TO RELY ON MY SPIDER-SENSE TO DIRECT ME THROUGH THE FLURRY OF FISTS!

MUST KEEP MOVING, AND STAY FOCUSED ON THIS FIGHT!

INTERESTING STRATEGY! BY CONSTANTLY RICOCHETING BETWEEN MY TWO PETS...

YOU'RE SLOWLY WHITTLING THEM DOWN PIECE BY PIECE!

CAN'T ALLOW MY MIND TO STRAY...

...TO WEIGH ME DOWN WITH IMAGES OF WHAT MY LIFE WILL BE LIKE IF I REMAIN STUCK IN THIS FORM!

HOW CAN I EVER FACE MARY JANE?

WHAT WILL I -- NO! NO! THOUGHTS LIKE THAT ONLY LEAD TO DESPAIR! AND THAT'S NOT A WORD I WANT IN MY BOOK!

Y-YOU SURE YOU WANT THE HASSLE OF BEING A SUPER VILLAIN?

G-GUY WITH YOUR TALENTS COULD MAKE A FORTUNE IN THE TOOTHPICK TRADE!

-- BUT I REALLY HAD MY HEART SET ON WORLD DOMINATION!

IMAGINE MAN'S CITIES UTTERLY OVERGROWN BY VINES -- WEEDS -- FLOWERS OF HALLUCINOGENIC HUE BURSTING THROUGH THE MACADAM OF MADISON AVENUE!

RIVERS OF CHLOROPHYLL CASCADING OVER -- Ahh -- LOOKS LIKE IT'S TIME TO COME UP WITH ANOTHER DEATH TRAP --!

WHAT SHOULD IT BE?

DIDN'T PACK ANY EXTRA BANYON ROOTS SO MORE SIMULACRA ARE OUT!

AND THE OLD MAN-EATING PLANT BIT IS TOO CORNY EVEN FOR SOMEONE CALLING HIMSELF PLANTMAN!

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| ☐ THO Thor NEW! | |

Marvel Heroes

- | | |
|--|--|
| ☐ AFT Alpha Flight | ☐ SIL Silver Surfer |
| ☐ DDV Daredevil | ☐ INC The Incredible Hulk |
| ☐ HHF Heroes For Hire | ☐ BUT Thunderbolts |
| ☐ ZAR Ka-Zar | |

Spider-Man

- | | |
|---|---|
| ☐ AMZ Amazing Spider-Man | ☐ SSM Sensational Spider-Man |
| ☐ PPK Spectacular Spider-Man | ☐ SPI Spider-Man |

The X-Men

- | | |
|--|---------------------------------------|
| ☐ CAB Cable | ☐ FAC X-Factor |
| ☐ DDP Deadpool | ☐ MEN X-Men |
| ☐ GEN Generation X | ☐ XFO X-Force |
| ☐ WOL Wolverine | ☐ MAN X-Men |
| ☐ XME Uncanny X-Men | |

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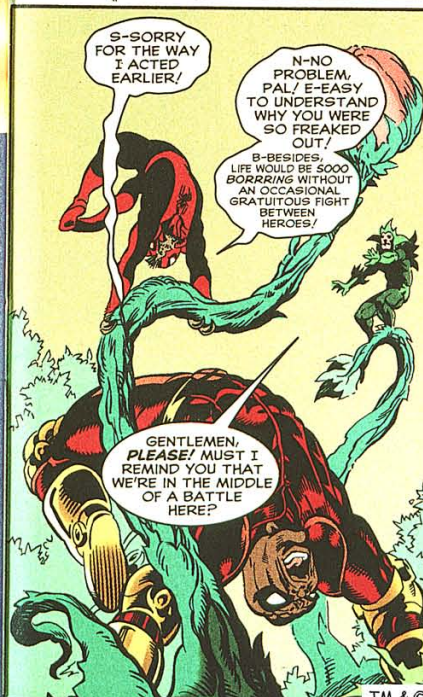
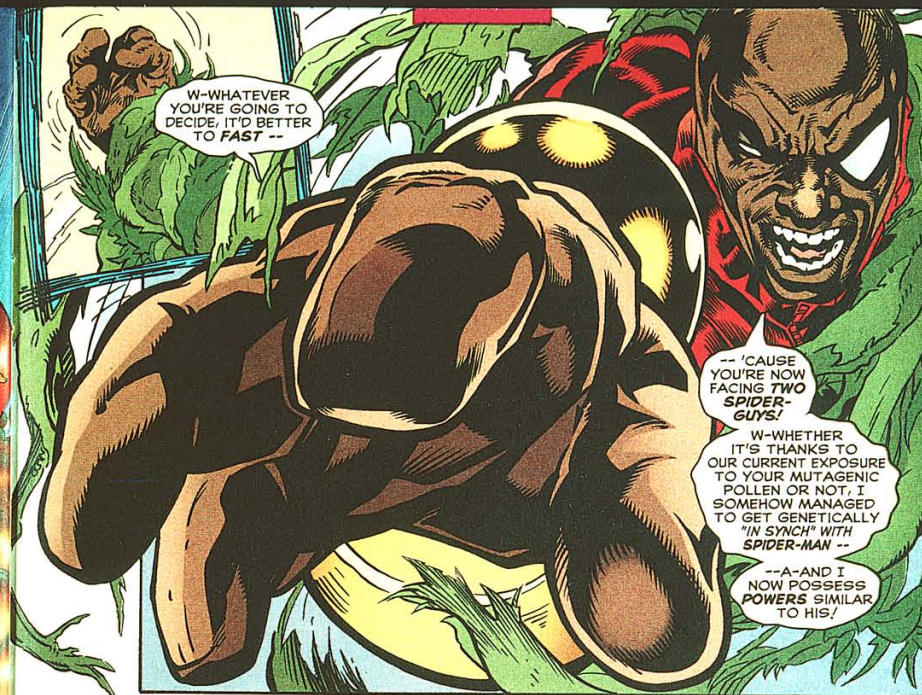
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"Live Kree Or Die"
The Conclusion!
KURT BUSIEK
GEORGE PEREZ
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FANTASTIC FOUR #8
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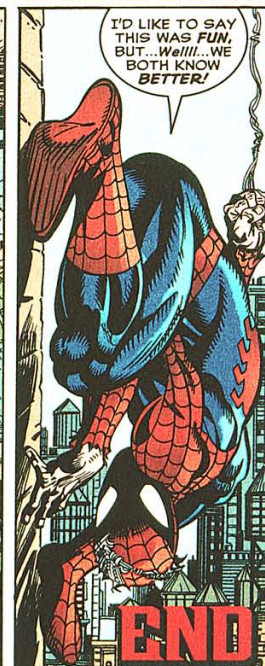
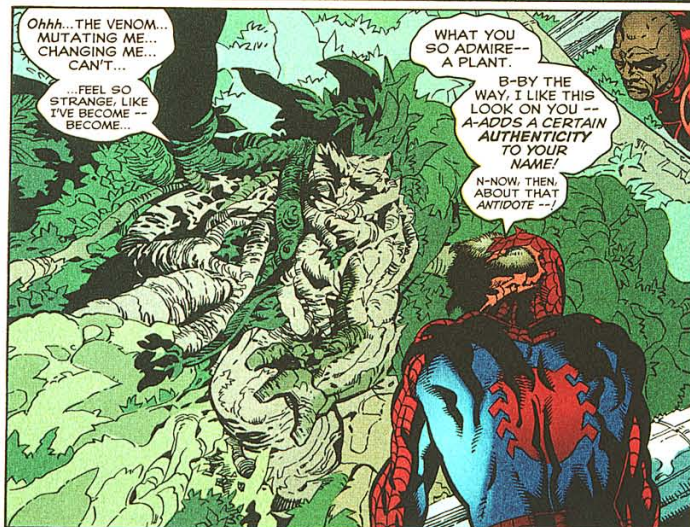
IRON MAN #7
"LIVE KREE OR DIE" PART 1

CAPTAIN AMERICA #8
"LIVE KREE OR DIE" PART 2
ART BY ANDY KUBERT

MARVEL COMICS
BELIEVE IN THE IMPOSSIBLE

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THE SPIDERWEB

WHOOPIE! Looks like we were so busy admiring all the advance praise that the stunning "Identity Crisis" was garnering, we plum went and got behind on the letters pages themselves! Sooo... we're gonna combine the letters from **AMAZING SPIDER-MAN #430-431**—or, the Cosmic Carnage saga for those of you in the know. Enjoy!

Dearest Marvelites at AMAZING HQ,

I was going to write something deeper and I probably will soon, but meanwhile...wow! Carnage cosmic?!? Oh my God!!! Mr. DeFalco, you have truly outdone even yourself...unbelievable! There goes my night's sleep for the next month.

Until Adam Warlock joins the New York Knicks. Make Mine Marvel!
Guy Bahar
14 Buria Street
Haifa, ISRAEL 32811

Thanks for the lavish praise, Guy, and all the way from Israel, too! This is truly the International Marvel Age of Comics!

Dear Spider's Web,

For a little while now, I have been seeing AMAZING SPIDER-MAN as the worst of the Spidey titles, but now, oh boy! The story in AMAZING SPIDER-MAN #431 was excellent! I love how Peter just got fed up with it all, but of course he had to do the right thing in the end. Mixing the symbiote with the Silver Surfer?!?! Genius! It seems we won't be seeing Carnage again for a long time.

Robertson is leaving the Daily Bugle, huh? I hope he is still part of the supporting cast though, because I've always liked him. It is good that he finally stood up to J. Jonah Jameson, maybe Jonah will think about what he's done and try to get the Bugle back. We shall see. I can't wait to see where the "SpiderHunt" story leads. I know Spider-Man has always been disliked by the general public, but now it's out of control. It's cool to see Spidey just going out to save the day and having people throw tomatoes at him.

Everyone is doing a wonderful job. Thanks for keeping things interesting.
D.J. Renzi
Franklin, MA

Glad you liked our little two-part saga, D.J.! There's just one thing we're not quite clear on. You actually think it's cool for Spidey to have tomatoes thrown at him? Whatever...

Dear Spider's Web,

Re: AMAZING SPIDER-MAN #430
Let me see if I have this right. Cletus Kasady's symbiote, a small, relatively average organism, has found a way to possess the Silver Surfer, a guy who's flown through suns, traversed time, and fought guys like Thanos to a standstill? This is either a huge crock, or the symbiotes are tons more powerful than anyone suspects. Me, I'm kinda opting for the latter, but I'll keep an open mind about it. It's not as if a symbiote hasn't displayed this kind of power before, lest we forget Spidey's titanic clash with Firelord back in ASM #269-270. A

symbiote stood up to a cosmic being then and a fire-based one, at that, so I suppose it's possible. I'll stick around to see where this goes. Expect a comment come issue #431.

And now, to switch gears a little, I've got to give due respect to the Marvel wunderkind, Mr. Joe Bennett. This guy's got to be the hardest working artist in the Spideyverse! Recently he's taken the reins from Steve Krocco (where is that guy anyway?), penciling the great WOLVERINE: DAYS OF FUTURE PAST limited series, and still finding the time to pencil my favorite Spidey title, SPIDER-MAN UNLIMITED. And all of his work has been stellar! I love his renditions of Magneto, Elektra, Crusher Creel, Daredevil, and the Thunderbolts! When does this guy sleep? I think everyone should chip in and buy this guy a ticket to Tahiti (Hawaii is always so crowded), just so he can get a break. So here's to you, Joe, Cheers.

Before I go, I have two questions for ya. In this issue, we were introduced to that slimy toad, Dr. Pogue (who may not even be alive anymore), who's to be the new head of Ravencroft. But over in SPECTACULAR SPIDER-MAN, it was said that Doc Samson would be taking over. What happened to Pogue? Also, besides Carnage, what other noteworthy villains are housed at Ravencroft, and will any of them be showing up soon?

Michael Ferraro
(Address withheld by request)

Oh, sure. Send Bennett to Tahiti, he says. And then when he misses an issue, the complaints start comin' in. No, thank you. We're quite content to keep Mr. Bennett in his locked (from the outside, natch!) drawing room with his regimented 21 minutes of sleep per night.

Interesting that you mentioned ASM #269-270. Michael, as that titanic tale was also penned by one two-fisted Tom DeFalco! Imagine that, the symbiotes' two greatest showings powerwise, and Tom's behind both of 'em. Say, you don't think the symbiotes're slippin' Tom a little scratch on the side, do ya?

As for Dr. Pogue, well, let's put it this way. If your first act as head of Ravencroft was to cause the escape of Carnage through your own incompetence, for exactly how many more seconds would you be running the show? And as for other "guests," Ravencroft has been called home by such luminaries as the Chameleon and Sir.

Dear Arachnids,

I got the feeling that AMAZING SPIDER-MAN #431 was more of a lead-in to bigger things than a full-scale Spidey vs. Carnage-Surfer war. I kind of regret that this story wasn't longer and maybe more painful to Webs, just because Carnage's power was jacked up to the cosmic level. Oh, well. When big changes are coming—like the "SpiderHunt" story—you've just gotta sit back and roll with them. Here's hoping you straighten these titles out quickly, though, and let's hope the rumors about Peter and Mary Jane divorcing are just that: insubstantial rumors. I will personally hunt down each and every one of you and beat you with a sack of doorknobs if you ruin this

marriage. Ah, enough ranting. I like how Spidey is being harassed in all of his titles, because it gives a nice continuity to all of the Spider-titles, which is something they've desperately needed. With multiple-title characters, I prefer the Superman approach, with all the titles closely connected. As for the action portion of our title, Spidey is left all alone again. It would have been great if a hero or two would have rejected Spidey's plea for help due to his recent run-in with the law. I was pretty disappointed that Spidey handled himself so well against a mega-powerful Carnage. He seemed to make the threat out to be more than it actually was. Or maybe the Surfer's "pure spirit" was holding Carnage back.

Speaking of the Surfer, I absolutely loved Joe Bennett's streamlined approach to drawing him. It was a little reminiscent of Moebius.

Finally, the subplots. Joe Robertson made the right choice. I love this supporting character, so I hope he stays in the book, and I also hope Peter hears about Joe's actions. There are a lot of super heroes in the world, and Peter has a loving wife at home (although maybe not for much longer). Of course, PETER PARKER: FAMILY MAN probably wouldn't sell all that well.

Don't worry, I've only got three more things to say:

1. Carnage could very well become a Silver Surfer villain once he escapes his little incarceration. (Come on, you know he'll escape sometime.)

2. Is anyone else appalled that Surfer would blast a hole in the floor in the middle of a hospital?

3. Did Spidey ever pick up his camera? Thanks for listening.

Aaron Peterson
Boone, IA

As we've stated elsewhere, Aaron, we're going to keep the rumormongers' "divorce" rumor for the time being—without making any statements toward its truth or falsehood—because it's just so fun to keep things under wraps! (Rumors, true or not, should be milked, should they not?) But please consider beating Ralf with those doorknobs, anyway.

As for your numbered comments:

1. Sure would, especially considering the unexplained enmity between the entire race of symbiotes and the Surfer.

2. Yes. The people underneath, especially.

3. Of course! Do you know how much those things cost?

NEXT ISSUE:
WHO IS THE MYSTERIOUS SYMBIOTE, AND WHY DOES SHE WANT TO BECOME THE NEXT BATTLE-GIRL? SPIDEY RECRUITS DAREDEVIL FOR AN ASSISTANT ON THIS, BUT SYMBIOTE HAS OTHER PLANS—AND SETS THE TWO PALS AT EACH OTHER'S THROATS! BE HERE IN FOUR SHORT WEEKS AND JOIN TOM DEFALCO AND THE GUEST ART TEAM OF SCOTT KOLINS AND GARY MARTIN. OR WE'LL SEND AARON AND HIS DOORKNOBS AFTER YOU! GET MOVIN' RALF!

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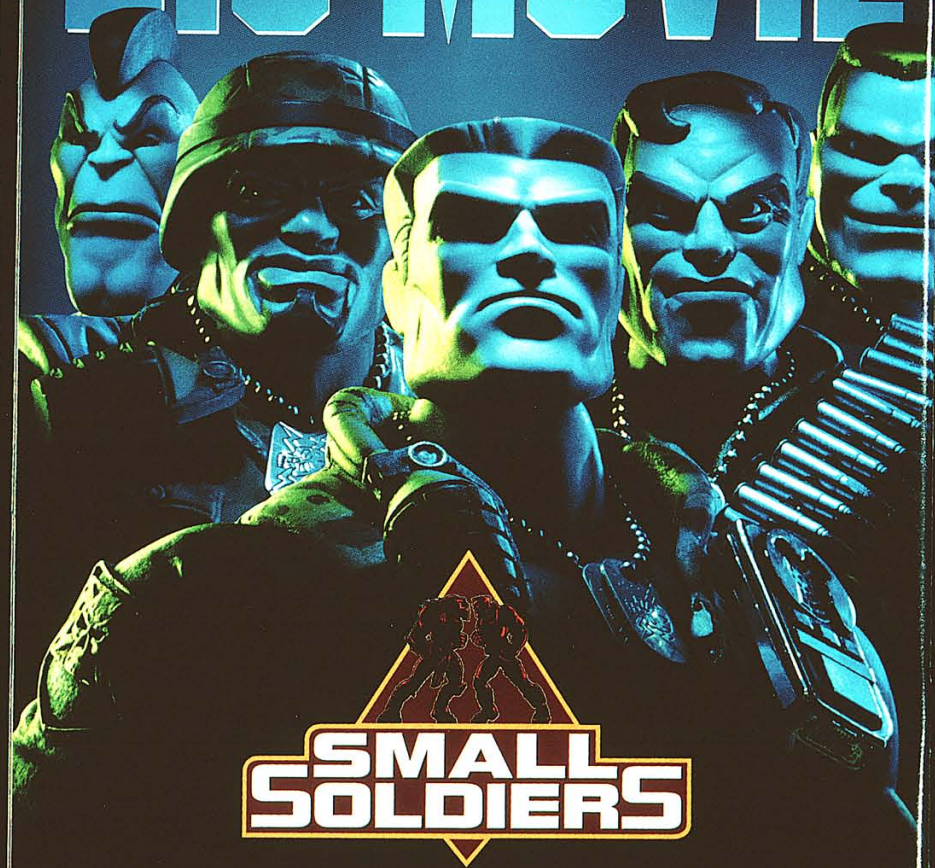
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